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DATE: September 3, 2004

PTO IDENTIFIER: Application Number 10/750,540
Patent Number

Inventor: Richard F. Gladney

MESSAGE TO: US Patent and Trademark Office

FAX NUMBER: (703) 872-9306

FROM: ROPES & GRAY LLP

Edward J. Kelly

PHONE: (617) 951-7532

Attorney Dkt. #: SMCY-P02-099

PAGES (Including Cover Sheet): 2CONTENTS: Fax Transmission (1 page);
Recordation Form PTO-1595 (1 page);
Assignment (2 pages, and
Certificate of Transmission under 37 CFR 1.8 (1 page);

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Form PTO-1595 (Rev. 06/04)
OMB No. 0651-0027 (exp. 6/30/2005)

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Richard F. Gladney

Execution Dates: March 18, 2004

Additional name(s) of conveying party(ies) attached? Yes No

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| <input type="checkbox"/> Other | |

4. Application or patent number(s):

A. Patent Application No.(s)

10/750540

2. Name and address of receiving party(ies):

Name: Dreamwell, Ltd.

Internal Address:

Street Address:

2325-B Renaissance Drive

City: Las Vegas

State: Nevada

Country: United States of America Zip: 89119

Additional name(s) & address(es) Yes No attached:

This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Edward J. Kelly
ROPES & GRAY LLP

Internal Address: Atty. Dkt.: SMCY-P02-099

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State: MA Zip: 02110-2624

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Fax Number: (617) 951-7050

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6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

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Enclosed

None required (government interest not affecting title)

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9. Signature:

September 2, 2004

Date

Signature

Edward J. Kelly - 38,936

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Dated: _____ Signature: _____ (Judith A. Henrick)

Docket No. SMCY-P02-099

ASSIGNMENT

WHEREAS, each of the Undersigned has developed certain inventions described in U.S. patent application titled:

METHODS FOR MANUFACTURING ENCASED MATTRESSES

filed on December 31, 2003, U.S. Application No. 10/750,540 and has full right to convey their entire interest, both legal and equitable, in and to said inventions free from all prior assignments, agreements, licenses, mortgages, security interests, or other encumbrances whatsoever; and

WHEREAS, DREAMWELL, LTD., ("ASSIGNEE"), a limited liability company organized and existing under the laws of the State of Nevada, having principal offices at 2325-B Renaissance Drive, Las Vegas, Nevada 89119, is desirous of acquiring the entire right, title and interest in and to said invention or inventions and any and all patents to be obtained therefor;

NOW, THEREFORE, to all whom it may concern be it known that for and in consideration of said agreements and of other good and valuable consideration, the receipt of which is hereby acknowledged, we have sold, assigned and transferred and by these presents do hereby sell, assign and transfer unto said ASSIGNEE, its successors, assigns and legal representatives, our entire right, title and interest in and throughout the United States of America, its territories and all foreign countries, in and to said invention as described in said application, together with our entire right, title and interest in and to said application and such Letters Patent as may issue thereon; said invention, application and Letters Patent to be held and enjoyed by said ASSIGNEE for its own use and behalf and for its successors, assigns and legal representatives, to the full end of the term for which said Letters Patent may be granted as fully and entirely as the same would have been held by us had this assignment and sale not been made; we hereby convey all rights arising under or pursuant to any and all international agreements, treaties or laws relating to the protection of industrial property by filing any such applications for Letters Patent. We hereby acknowledge that this assignment, being of our entire right, title and interest in and to said invention, carries with it the right in ASSIGNEE to apply for and obtain from competent authorities in all countries of the world any and all Letters Patent by attorneys and agents of ASSIGNEE's selection and the right to procure the grant of all such Letters Patent to ASSIGNEE for its own name as assignee of the entire right, title and interest therein;

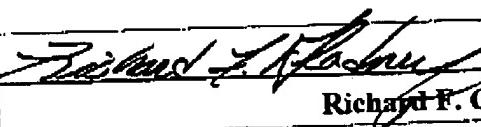
AND, we hereby further agree for ourselves and our executors and administrators to execute upon request any other lawful documents and likewise to perform any other lawful acts which may be deemed necessary to secure fully the aforesaid invention to said ASSIGNEE, its successors, assigns and legal representatives, but at its or their expense and charges, including the execution of applications for patents in foreign countries, and the execution of substitution, reissue, divisional or continuation applications and preliminary or other statements and the giving of testimony in any interference or other proceeding in which said invention or any application or patent directed thereto may be involved;

9390424_1

Docket No. SMCY-P02-099

AND, we do hereby authorize and request the Commissioner of Patents of the United States to issue such Letters Patent as shall be granted upon said application or applications based thereon to said ASSIGNEE, its successors, assigns, and legal representatives.

IN TESTIMONY WHEREOF, we have hereunto set our hands and affixed our seals the date set forth below.

Inventor's Signature:	
	Richard F. Gladney
State/Commonwealth of	Georgia
County of	Gwinnett
Then personally appeared before me the above-named Richard F. Gladney and acknowledged that he/she executed the foregoing instrument as his/her free act and deed this 18th day of March, 2004.	
(SEAL)	Barbara S. Anderson Notary Public
	Barbara S. Anderson (print name)
	My Commission expires 6/29/04

BARBARA S. ANDERSON
Notary Public, Gwinnett County, Georgia
My Commission Expires June 29, 2004

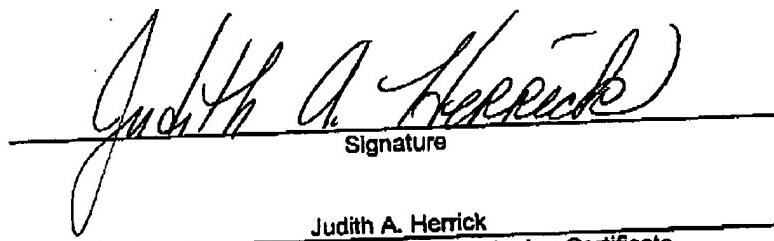
PTO/SB/97 (12-97)

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